

TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1017.
FILED, DECEMBER 19th. 1963.

NORTH ROCK EXPLORATIONS LIMITED

Full corporate name of Company
Incorporated under the laws of the Province of Ontario
by Letters Patent dated the 7th day of May, 1934.

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953
(Ontario) by Letters Patent dated May 1st, 1957).

Reference is made to previous Filing
Statement No. 834 and Amending Filing
Statement No. 96.

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things,
an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	(a) Underwriting and Option Agreement - see item 6. (b) Acquisition of 20 unpatented mining claims, Tiblemont Township, Quebec - see item 11.																																													
2. Head office address and any other office address.	Suite 1212 - 55 York Street, Toronto, Ontario.																																													
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	President and Director - A. J. Lewis, 268 Betty Ann Drive, Willowdale, Ontario, President and controlling shareholder of Asta Corporation Limited, a registered Security Dealer. Vice-President and Director - William Cecil Arrowsmith, 39 Tefley Road, Willowdale, Ontario, Prospector. Secretary-Treasurer and Director - Gertrude Ireland, 81 Lascelles Blvd., Toronto, Ontario, Director of Asta Corporation Limited. Assistant Secretary-Treasurer and Director - John Alexander Murphy, 10 Zambri Walk, Scarborough, Ontario, Corporate Secretary. Director - J. A. Gilbert, 32 Deepwood Cresc., Don Mills, Ontario, Solicitor.																																													
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized: 3,000,000 shares par value \$1.00 each Issued: 1,155,000 shares																																													
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	None.																																													
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	By agreement dated December 16, 1963, Asta Corporation Limited, 55 York Street, Toronto, a Broker-Dealer, in its own behalf as to 60% and on behalf of its client Cerpan Financial Corporation Limited, 121 Richmond St. W., Toronto, as to 40% has agreed to purchase 100,000 shares of the capital stock of the Company at 30¢ a share payable within 5 days of acceptance of notice for filing by the Toronto Stock Exchange of this Filing Statement (herein the "effective date"). In consideration of such commitment, Asta Corporation Limited, on its own behalf and its client in the same percentages as aforesaid has received options to purchase an additional 900,000 shares as follows: <table><tr><td>100,000</td><td>--</td><td>30¢</td><td>-</td><td>3</td><td>months</td><td>from</td><td>effective</td><td>date</td></tr><tr><td>200,000</td><td>--</td><td>35¢</td><td>-</td><td>6</td><td>"</td><td>"</td><td>"</td><td>"</td></tr><tr><td>200,000</td><td>--</td><td>40¢</td><td>-</td><td>9</td><td>"</td><td>"</td><td>"</td><td>"</td></tr><tr><td>200,000</td><td>--</td><td>45¢</td><td>-</td><td>12</td><td>"</td><td>"</td><td>"</td><td>"</td></tr><tr><td>200,000</td><td>--</td><td>50¢</td><td>-</td><td>15</td><td>"</td><td>"</td><td>"</td><td>"</td></tr></table>	100,000	--	30¢	-	3	months	from	effective	date	200,000	--	35¢	-	6	"	"	"	"	200,000	--	40¢	-	9	"	"	"	"	200,000	--	45¢	-	12	"	"	"	"	200,000	--	50¢	-	15	"	"	"	"
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200,000	--	50¢	-	15	"	"	"	"																																						
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	Asta Corporation Limited, 55 York St., Toronto. The only person holding more than a 5% interest in Asta Corporation Limited is A. J. Lewis, the President of North Rock Explorations Limited. Cerpan Financial Corporation Limited, 121 Richmond St. W., Toronto. The only person holding more than a 5% interest in Cerpan Financial Corporation Limited is Louis Pancer, P. Eng., 7 Bonnacord Drive, Downsview, Ontario. There are no assignments, present or proposed of the Underwriting and Option Agreement.																																													
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None.																																													
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The Company proposes to carry out an exploration program on the 20 claims in Tiblemont Twp., Quebec (see item 11) in accordance with the recommendations of Gerald Thoday, P. Eng., Haileybury, Ontario, as set forth in his report dated December 16 1963. No further expenditure of proceeds of the current sale of treasury shares will be made other than for routine and general administrative expenses or as provided herein unless particulars of the same have been filed with the Toronto Stock Exchange.																																													

FINANCIAL STATEMENTS

NORTH ROCK EXPLORATIONS LIMITED

BALANCE SHEET

As at November 30, 1963

ASSETS

Current Assets

Cash	\$ 17,154.58	
Field Trust Account	174.85	
Guaranteed Investment Certificate	10,000.00	
Marketable Securities (Market Value \$21,960.00)	<u>10,171.64</u>	\$ 37,501.07

Investment in Partly-Owned Subsidiary Company

Golsil Mines Limited

Shares, at Cost	\$ 50,195.00	
Advances	<u>33,454.85</u>	83,649.85

Fixed Assets

Mining Claims	\$ 12,635.78	
Interest in Prospecting Licenses in Ireland	3,702.39	
Equipment, Machinery & Tools, at nominal value	1.00	
Office Furniture & Equipment, at nominal value	<u>1.00</u>	16,340.17

Deferred Expenditures

Exploration & Administrative Reorganization Expenses	\$ 89,173.73	
	<u>180.04</u>	89,353.77
		<u>\$226,844.86</u>

LIABILITIES & CAPITAL

Current Liabilities

Accounts Payable	\$ 150.07
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Capital and Deficit

Capital Stock

Authorized: 3,000,000 Shares Par Value \$1.00 each

Issued as Fully-Paid:

1,155,000 Shares	\$1,155,000.00	
Less discount	(219,689.33)	
	\$ 935,310.67	
Less deficit account	(708,615.88)	226,694.79
		<u>\$226,844.86</u>

NORTH ROCK EXPLORATIONS LIMITED

DEFERRED EXPLORATION AND ADMINISTRATIVE EXPENDITURES

From December 1, 1962 to November 30, 1963

Balance November 30, 1962 \$ 72,397.92

Additions During Period

Exploration

Surface Diamond Drilling	\$ 3,922.00	
Geophysical Survey	825.00	
Engineers' Fees	1,925.00	
Government Fees & Taxes	276.81	
Travel & Expenses	296.49	
General Expenses	13.15	
Outside Exploration	<u>1,369.22</u>	\$ 8,627.67

Administrative

Government Fees & Taxes	\$ 158.34	
Shareholder's Information	1,382.22	
Filing Fees & Expenses T.S.E.	1,314.33	
Transfer Agent's Fees & Expenses	1,866.26	
Head Office Rent, Accounting and Secretarial Service	2,647.64	
Legal Fees & Expenses	1,864.59	
Miscellaneous	<u>846.77</u>	10,080.15
	\$ 18,707.82	
Less Interest and Dividends received	(1,932.01)	16,775.81
		<u>\$ 89,173.73</u>

NORTH ROCK EXPLORATIONS LIMITED
STATEMENT OF SOURCE AND APPLICATION OF FUNDS
From December 1, 1962 to November 30, 1963

	November 30 1963	November 30 1962	Increase or (Decrease)
Current Assets	\$37,501.07	\$58,087.48	\$20,586.41
Current Liabilities	150.07	1,403.31	1,253.24
	<u>\$37,351.00</u>	<u>\$56,684.17</u>	<u>(\$19,333.17)</u>

Use of Funds

Exploration & Administrative	\$18,707.82
Advance to partly-owned Subsidiary Co.	11,317.38
Mining Claims	634.78
Reorganization Expenses	180.04
	<u>\$30,840.02</u>

Source of Funds

Interest and Dividends received	\$ 1,932.01	
Profit on and Sale of Investments	6,583.84	
Refund deposit on mining claims in Ireland	1,505.00	
Field Advance	1,454.00	
Sale of miscellaneous Office Furniture	32.00	11,506.85
Decrease in Working Capital		<u>(\$19,333.17)</u>

Investments

Marketable Securities

Name	No. Shares	Market Value Nov. 30/63	Cost or Book Value
International Nickel Co. Ltd.	200	\$13,550.00	\$ 4,098.00
Noranda Mines Ltd.	200	7,450.00	5,093.64
T. Eaton Realty Co. Ltd.			
5% 1st Mortgage Bond due Apr 1/78	\$1,000.00	960.00	980.00
Total Marketable Securities		\$21,960.00	\$10,171.64

Others

Golsil Mines Ltd.	556,950)		
Golsil Mines Ltd.(Escrow Shares)	495,000)	-	50,195.00
Sterling Trusts 5% Guaranteed Investment Certificate	\$10,000.00	-	10,000.00
		<u>\$21,960.00</u>	<u>\$70,366.64</u>

APPROVED ON BEHALF OF THE BOARD

A. J. Lewis *G. A. Ireland*
Director Director

NORTH ROCK EXPLORATIONS LIMITED

Statement of any material changes in the items on the
Balance Sheet since the date thereof (November 30, 1963).
This is to certify that there is no material change in
the items in the Balance Sheet of NORTH ROCK EXPLORATIONS
LIMITED as at November 30, 1963, to date hereof.

DATED at Toronto, Ontario, this 12th day of December, 1963.

APPROVED ON BEHALF OF THE BOARD

A. J. Lewis *G. A. Ireland*
Director Director

ENGINEER'S REPORT

Note - The following are excerpts from a report by G.P. Thoday, P.Eng., dated December 16th, 1963, on the mining claims located in Tiblemont Township, Province of Quebec. A complete copy of this report is on file at the Toronto Stock Exchange.

Conclusions and Recommendations

The North Rock Explorations property is located along the contact of the Pascalis-Tiblemont granite intrusive mass.

Gold has been found in several places along this contact.

The old Vianor gold deposit on which underground work was carried out before the war adjoins to the west of the North Rock Explorations property.

In view of the recent developments it is felt that the whole belt should be reassessed and it is recommended that an exploration program be undertaken on the North Rock Explorations property.

It is suggested that a reconnaissance mapping program be undertaken to determine the amount of outcrop and if possible to define the granite greenstone contact. If outcrops are too sparse to give satisfactory geological mapping results, it is recommended that a magnetic survey be carried out to locate the contact. Following the above work a diamond drilling program should be undertaken.

Reconnaissance Survey	\$ 500.00
Geological Survey if applicable	\$ 2,000.00
Magnetic Survey if applicable	\$ 2,500.00
Diamond Drilling - 3000 feet	\$ 12,000.00

Respectfully submitted,

G. P. Thoday
G. P. Thoday, P. Eng.

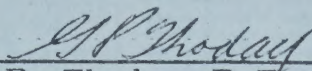
Toronto, Ontario
December 16, 1963



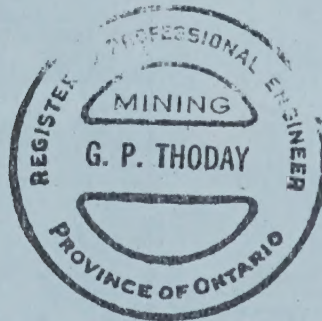
C E R T I F I C A T E

I, G. P. Thoday, of the Town of Haileybury, in the Province of Ontario, do hereby certify that:

1. I am a professional engineer in mining with business address at Haileybury, Ontario.
2. I attended the University of Saskatchewan and have been practicing my profession since 1942.
3. I am a member of the Association of Professional Engineers of Ontario, a member of the American Institute of Mining and Metallurgical Engineers and a member of the Canadian Institute of Mining and Metallurgy.
4. I have no interest either directly or indirectly nor do I anticipate any interest either directly or indirectly in the property or securities of North Rock Mines Limited.
5. My report is based on geological information, from various government publications and maps of the area and from a recent trip to the property which is now North Rock Mines Limited.


G. P. Thoday, P. Eng.

Toronto, Ontario
December 16, 1963



10. Brief statement of company's chief development work during past year.	In February, 1963 Company acquired by staking, 9 claims in Galinee Twp. Quebec and 5 claims Fournier Twp. Quebec. A small amount of prospecting was conducted on the Fournier property without results. A geophysical survey and 953 feet diamond drilling were undertaken on the Galinee property without significant results.																																																
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	Pursuant to an agreement dated December 16, 1963, the Company has agreed on acceptance of this Filing Statement to purchase from Ivan C. Christopher, P. Eng., 52 Sunnyside Cr., Toronto, Ontario, 20 unpatented mining claims in Tibblemont Twp., Quebec, for a consideration of \$6,000 cash and 200,000 shares of the capital stock of the Company of which 180,000 shares are to be held in escrow (see item 13).																																																
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Ivan C. Christopher, P. Eng. is the only person who will receive a greater than 5% interest in the shares and other consideration. Mr. Christopher has agreed to an option on the 180,000 escrowed shares to Asta Corporation Limited for a period of three years at a price of 1/4 of the market at the time of exercise and during the period of the option to vote said shares in favour of present management.																																																
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	Upon completion of the purchase of the mining claims from Ivan C. Christopher, 180,000 shares of the Company's capital stock will be held in escrow by the Sterling Trust Corp., 372 Bay Street, Toronto, subject to release only on the written consents of the Toronto Stock Exchange and a majority of the directors of the Company.																																																
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	Upon completion of the purchase of the mining claims, Ivan C. Christopher will be the only person holding more than a 5% interest in the escrowed shares. However, see paragraph 12 as to an option thereon to Asta Corporation Limited.																																																
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<table><tr><td>Doherty Roadhouse & McCuaig Bros. 335 Bay St., Toronto, Ontario</td><td>40,403 shares *</td></tr><tr><td>James Richardson & Sons 2 King St. East, Toronto, Ontario</td><td>33,050 shares *</td></tr><tr><td>J. H. Crang & Co. 40 Adelaide St. W., Toronto, Ontario</td><td>20,640 shares *</td></tr><tr><td>Draper Dobie & Co. Ltd. 25 Adelaide St. W., Toronto, Ontario</td><td>20,550 shares *</td></tr><tr><td>L. G. Beaubien & J. L. Levesque Inc. 221 Notre Dame St. W. Montreal, P.Q.</td><td>18,700 shares *</td></tr></table> * beneficial owners unknown	Doherty Roadhouse & McCuaig Bros. 335 Bay St., Toronto, Ontario	40,403 shares *	James Richardson & Sons 2 King St. East, Toronto, Ontario	33,050 shares *	J. H. Crang & Co. 40 Adelaide St. W., Toronto, Ontario	20,640 shares *	Draper Dobie & Co. Ltd. 25 Adelaide St. W., Toronto, Ontario	20,550 shares *	L. G. Beaubien & J. L. Levesque Inc. 221 Notre Dame St. W. Montreal, P.Q.	18,700 shares *																																						
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16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	There is no person or company whose shareholdings are large enough to materially affect control of the company. However, the present management of the company by soliciting proxies may be able to materially affect control of the company.																																																
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	<table><tr><td colspan="4"><u>Investments</u></td></tr><tr><td colspan="4"><u>Marketable Securities</u></td></tr><tr><td><u>Name</u></td><td><u>No. Shares</u></td><td><u>Market Value Nov. 30/63</u></td><td><u>Cost or Book Value</u></td></tr><tr><td>International Nickel Co. Ltd.</td><td>200</td><td>\$13,550.00</td><td>\$ 4,098.00</td></tr><tr><td>Noranda Mines Ltd.</td><td>200</td><td>7,450.00</td><td>5,093.64</td></tr><tr><td>T. Eaton Realty Co. Ltd. 5% 1st Mortgage Bond due Apr. 1/78</td><td>\$1,000.00</td><td>960.00</td><td>980.00</td></tr><tr><td><u>Total Marketable Securities</u></td><td></td><td>\$21,960.00</td><td>\$10,171.64</td></tr><tr><td colspan="4"><u>Others</u></td></tr><tr><td>Golsil Mines Ltd.</td><td>556,950</td><td></td><td></td></tr><tr><td>Golsil Mines Ltd. (Escrow Shares)</td><td>495,000</td><td>-</td><td>50,195.00</td></tr><tr><td>Sterling Trusts 5% Guaranteed Investment Certificate</td><td>\$10,000.00</td><td>-</td><td>10,000.00</td></tr><tr><td></td><td></td><td>\$21,960.00</td><td>\$70,366.64</td></tr></table>	<u>Investments</u>				<u>Marketable Securities</u>				<u>Name</u>	<u>No. Shares</u>	<u>Market Value Nov. 30/63</u>	<u>Cost or Book Value</u>	International Nickel Co. Ltd.	200	\$13,550.00	\$ 4,098.00	Noranda Mines Ltd.	200	7,450.00	5,093.64	T. Eaton Realty Co. Ltd. 5% 1st Mortgage Bond due Apr. 1/78	\$1,000.00	960.00	980.00	<u>Total Marketable Securities</u>		\$21,960.00	\$10,171.64	<u>Others</u>				Golsil Mines Ltd.	556,950			Golsil Mines Ltd. (Escrow Shares)	495,000	-	50,195.00	Sterling Trusts 5% Guaranteed Investment Certificate	\$10,000.00	-	10,000.00			\$21,960.00	\$70,366.64
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		\$21,960.00	\$70,366.64																																														
18. Brief statement of any lawsuits pending or in process against company or its properties.	None.																																																
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	See Amending Filing Statement No. 96 filed December 20, 1962 and the agreement dated December 11, 1962 between the Company, Golsil Mines Limited and Asta Corporation Limited. Pursuant to paragraph 13 of said agreement Asta has purchased from the Company 48,050 shares of Golsil Mines Limited for \$4,805.00.																																																
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	No shares of the Company are presently in the course of primary distribution but the shares to be issued pursuant to the agreement dated December 16, 1963 between this Company and Ivan C. Christopher (see item 11) and the shares to be issued under the Underwriting Option Agreement dated December 16, 1963 between this Company and Asta Corporation Limited (see item 6) will be in the course of primary distribution to the public. There are no other material facts.																																																

CERTIFICATE OF THE COMPANY

DATED DECEMBER 16, 1963

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"A.J. Lewis" *[Signature]*

CORPORATE
SEAL

"G.A. Ireland" *[Signature]*

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

"A.J. Lewis" *[Signature]*

THE TORONTO STOCK EXCHANGE

27/3/69

FILING STATEMENT NO. 1681.
FILED, MARCH 31st, 1969.

file
NORTH ROCK EXPLORATIONS LIMITED

Full corporate name of Company
Incorporated under the Corporations Act (Ontario)
by Letters Patent dated May 7, 1934

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953
(Ontario) by Letters Patent dated May 1st, 1957).

FILING STATEMENT

Reference is made to previous
Filing Statement No. 1017.

(To be filed with respect to any material change in a company's affairs, including among other things,
an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.

Acquisition of 25% interest in Exploration Permit A-3953 on Devon Island, Arctic Islands

Pursuant to an agreement (the "Purchase Agreement") dated February 11, 1969 between Canadian Long Island Petroleum Ltd. ("Long Island") and Flint Rock Mines Limited ("Flint Rock") and the Company, each of Flint Rock and the Company agreed to purchase through Long Island an undivided 25% interest in exploration permit (the "Permit") A-3953 dated December 4, 1968 granted by the Minister of Indian Affairs and Northern Development comprising the right to do exploratory work for oil and gas on 60,296 acres more or less on Devon Island in the Arctic Islands.

Long Island acquired the right to purchase the Permit from Chevelle Exploration Ltd. at a price of \$60,296. pursuant to an option exercisable by Long Island on or before February 17, 1969. The said option was exercised by Long Island and the Permit has been registered in the names of Long Island as to 50%, Flint Rock as to 25% and the Company as to 25%.

Pursuant to the Purchase Agreement each of Flint Rock and the Company agreed to pay \$25,123.33 towards the aggregate purchase price of the Permit and Long Island agreed to repay each of Flint Rock and the Company without interest the sum of \$10,049.33 as to \$5,024.66 within 90 days from February 11, 1969 and as to \$5,024.67 within 180 days from February 11, 1969.

Pursuant to the Purchase Agreement Flint Rock and the Company have agreed to execute an operating agreement whereby Long Island will manage any exploration work which may be done in pursuance of exploration rights granted by the Permit.

Pursuant to an agreement (the "Interim Agreement") dated February 11, 1969 between Aldage Mines Limited and Chiblow Mines Limited and Milgate Mines Limited and Silver Belle Mines (1966) Limited (the "Companies") and the Company, the Companies agreed to advance to Long Island the amounts required to be advanced by the Company under the Purchase Agreement pending acceptance by The Toronto Stock Exchange of notice of the Company's participation in the transactions covered by the Purchase Agreement. The Interim Agreement provides that if such acceptance is not given by The Toronto Stock Exchange under terms and conditions which the Company is willing or able to fulfil, the Company shall transfer to the Companies all its rights under the Purchase Agreement and collateral documents. The Interim Agreement further provides that if such acceptance is given by The Toronto Stock Exchange the Company will repay the amount advanced by the Companies on its behalf to Long Island (being \$25,123.33) with interest at the rate of 8% per annum from the date of advance to the date of repayment.

2. Head office address and any other office address.

Suite 507, 55 York Street, Toronto, Ontario.

3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	DIRECTORS AND OFFICERS	NAME AND OCCUPATION	ADDRESS
	President and Director	W. C. Arrowsmith (Prospector)	39 Tefley Drive, Willowdale, Ont.
	Director	E. E. Ott (Chartered Accountant)	2730 Yonge Street, Apt. 508, Toronto, Ontario.
	Director	Clifford Bunt (Salesman)	79 Northfield Ave., Scarborough, Ontario.
	Director	G. A. Redford (Dentist)	15 Suncrest Drive, Don Mills, Ontario.
	Director	Crawford M. Cook (Building Superintendent)	2911 Bayview Avenue, Willowdale, Ontario.
	Secretary-Treasurer	Florence Thelma Husselstrom (Secretary)	299 Forman Avenue, Toronto, Ontario.
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized - 3,000,000 shares with a par value of \$1.00 each. Issued - 1,455,000 shares.		
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	None.		
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	Pursuant to the Interim Agreement, each of Aldage Mines Limited, Chiblow Mines Limited, Milgate Mines Limited and Silver Belle Mines (1966) Limited agreed to purchase sufficient treasury shares of the Company to net the treasury of the Company \$15,000 (being an aggregate of \$60,000.) at a purchase price per share equal to the closing market price of shares of the Company on the date of sale less the maximum discount permitted by the rules of The Toronto Stock Exchange. The obligation of each of the aforesaid Companies to purchase such shares is subject to: (a) notice of the Purchase Agreement being accepted for filing by The Toronto Stock Exchange. (b) acceptance by The Toronto Stock Exchange of notice of such issue and sale of shares. (c) the Company obtaining a ruling of The Ontario Securities Commission pursuant to Section 59 of The Securities Act, 1966 that such issue and sale of shares does not constitute a primary distribution to the public. Each of Aldage Mines Limited, Chiblow Mines Limited, Milgate Mines Limited and Silver Belle Mines (1966) Limited has agreed that it is purchasing shares of the Company for investment only and not with a view to resale or distribution of such shares. Mr. E. E. Ott, a Director of the Company, is also a Director of Chiblow Mines Limited and Milgate Mines Limited. Mr. W. C. Arrowsmith, a Director and President of the Company is also a Director of Silver Belle Mines (1966) Limited.		

FINANCIAL STATEMENTS

NORTH ROCK EXPLORATIONS LIMITED

BALANCE SHEET AS AT 28TH FEBRUARY, 1969

(Prepared from the Books of Account without audit)

Current Assets

Cash	\$ 3,287.67	
Short-term deposit	10,160.92	
Marketable Securities at cost (Market Value \$13,880.00)	6,073.64	\$ 19,522.23

Investment in Golsil Mines Limited

Shares at cost less proceeds from sale	\$ 11,246.00	
Advances	12,413.20	23,659.20

Fixed Assets

Mining Claims	\$ 9,117.69	
Office Furniture & Equipment	1.00	9,118.69

Deferred Expenditures

Exploration Development & Administrative Expenditures per Statement	98,544.33	98,544.33
		<u>\$150,844.45</u>

LIABILITIES

Current Liabilities

Accounts Payable		\$ 2,333.40
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Shareholders' Equity

Capital Stock

Authorized: 3,000,000 shares, par value \$1.00 each

Issued and fully paid:

1,455,000 shares	\$1,455,000.00
Less - discount thereon	1,217,937.87
	237,062.13

Contributed surplus arising from the
reduction of capital stock on
January 28, 1963

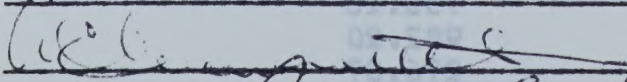
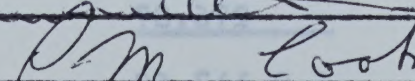
748,248.54

Deficit, per Statement

985,310.67
(836,799.62) 148,511.05

\$150,844.45

Approved on behalf of the Board of Directors

 Director
 Director

NORTH ROCK EXPLORATIONS LIMITED

DEFERRED EXPLORATION, DEVELOPMENT & ADMINISTRATIVE EXPENDITURES

For the period 1st December 1967 to February 28, 1969

Exploration & Development

Diamond Drilling	\$ 1,578.08
Engineering fees & expenses	823.95
Travel & transportation	194.35
Government fees, licences & taxes	581.01
Assaying	14.00
Equipment Rental	50.00
Geophysical Survey & Line Cutting	800.00
Miscellaneous	245.71
	<u>\$ 4,287.10</u>

Administrative

Government fees & taxes	\$ 30.00
General expense	91.61
Shareholders' Information	1,577.49
Filing fees & expenses	100.00
Legal & Audit	1,469.65
Transfer Agent's fees & expenses	2,086.53
Directors' fees	1,350.00
Insurance	180.70
	<u>\$ 6,885.98</u>

Less: Interest and dividends received 720.92

\$ 6,165.06

Total expenditures for the period \$10,452.16

Deduct - excess of proceeds over pro-rata cost
of 50% interest in Favourable Lake
Claims sold during period 9,477.58

\$ 974.58

Balance deferred at beginning of period 97,569.75

Balance deferred at end of period \$98,544.33

STATEMENT OF DEFICIT

For the period 1st December 1967 to 28th February 1969

Balance at beginning of period \$836,852.12

Deduct

Sale of office furniture previously
written off 52.50

Balance at end of period \$836,799.62

Mining Claims

Blind River	\$ 6,000.00
Thunder Bay	1.00
Favourable Lake	522.42
Richmond Gulf	600.00
Elliot Lake	735.20
Red Lake	982.20
Setting Nat Lake	276.87
	<u>\$ 9,117.69</u>

NORTH ROCK EXPLORATIONS LIMITED

STATEMENT OF SOURCE & APPLICATION OF FUNDS

For the period 1st December 1967 to 28th February 1969

Source of Funds

Sale of Office furniture	\$ 52.50	
Sale of 50% interest in Mining Claims	10,000.00	
Sale of Golsil Mines Ltd. shares	<u>8,286.50</u>	\$18,339.00

Application of Funds

Exploration, development & administration expenditures	\$10,452.16	
Purchase of Mining Claims	<u>1,994.27</u>	12,446.43
<u>Increase in working capital</u>		5,892.57
<u>Working Capital at beginning of period</u>		11,296.26
<u>Working Capital at end of period</u>		<u>17,188.83</u>

Represented by:

Current Assets	\$19,522.23	
Current Liabilities	<u>2,333.40</u>	<u>\$17,188.83</u>

SCHEDULE OF MARKETABLE SECURITIES

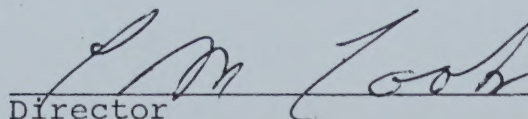
	No. of Shares	Cost	Market Value
Noranda Mines Limited	400	\$5,093.64	\$12,900.00
T. Eaton Realty Co. Ltd. Mortgage Bond	\$1,000	<u>980.00</u>	<u>980.00</u>
		<u>\$6,073.64</u>	<u>\$13,880.00</u>

STATEMENT OF ANY MATERIAL CHANGES IN THE ITEMS OF THE BALANCE SHEET SINCE THE DATE OF FEBRUARY 28, 1969

This is to certify that there are no material changes in the items of the Balance Sheet of North Rock Explorations Limited since the date of February 28th, 1969.

On behalf of the Board:


Director


Director

7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	Aldage Mines Limited, Suite 507, 55 York Street, Toronto 1, Ontario. Chiblow Mines Limited, Suite 507, 55 York Street, Toronto 1, Ontario. Milgate Mines Limited, Suite 507, 55 York Street, Toronto 1, Ontario. Silver Belle Mines (1966) Limited, Suite 507, 55 York Street, Toronto 1, Ontario. Ruby G. Lewis, R.R. #2, King, Ontario and Lemu Investments Limited (a company wholly owned by Ruby G. Lewis) may by reason of ownership of shares of Flint Rock Mines Limited be in a position to materially affect control of Aldage Mines Limited, Chiblow Mines Limited and Silver Belle Mines (1966) Limited. Asta Corporation Limited (a company wholly owned by A.J. Lewis, R.R. #2, King, Ontario) may by reason of ownership of shares of Savanette Mines Limited be in a position to materially affect control of Milgate Mines Limited. Ruby G. Lewis is the wife of A.J. Lewis.
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None.
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The Company's funds, including funds received from the issue of treasury shares referred to in Item 6, will be used to complete the transaction referred to in Item 1 of this Filing Statement. The Company will also continue to seek out worthwhile properties for mineral exploration and will expend such funds for that purpose and to further explore its present mining properties as its consultants may recommend and conditions warrant.
10. Brief statement of company's chief development work during past year.	During the year 1968 the Company carried on a drilling programme on a group of mining claims in the Favourable Lake area in which it owns a one third interest. The Company also carried on a survey programme with respect to a group of claims recently staked in the Red Lake area.
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	Canadian Long Island Petroleum Ltd., 401 Lancaster Building, Calgary, Alberta is the Vendor to the Company of the property referred to in Item 1 above. The purchase price of the 25% interest in Permit A-3953 is \$15,074 and the Company has agreed to lend \$10,049.33 to the Vendor.
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	The Company does not know of any person who will receive a greater than 5% interest in the consideration payable by the Company to Canadian Long Island Petroleum Ltd. The Company does not know the names and addresses of any persons having a greater than 5% interest in Canadian Long Island Petroleum Ltd. Canadian Long Island Petroleum Ltd. is a company whose shares are listed on The Toronto Stock Exchange.
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	180,000 shares are held in escrow by The Sterling Trusts Corporation, 372 Bay Street, Toronto, Ontario are subject to release, transfer, hypothecation or any other form of alienation only upon the written consent of The Toronto Stock Exchange and the Board of Directors of the Company.
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	Asta Corporation Limited, Suite 507, 55 York Street, Toronto, Ontario is the registered and beneficial owner of all escrowed shares.

15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	Names, addresses and shareholdings of five largest registered shareholders:														
	<table> <tr> <th>Name and Address</th><th>No. of Shares</th></tr> <tr> <td>Asta Corporation Limited, 55, York Street, Toronto, Ontario.</td><td>229,800 (180,000 in escrow 49,800 free)</td></tr> <tr> <td>*Doherty, Roadhouse and McQuaig Bros. Simpson Tower, 401 Bay Street, Toronto, Ontario.</td><td>53,545</td></tr> <tr> <td>*Roycan and Company, P.O. Box No. 6007, c/o Royal Bank of Canada, Montreal, Quebec.</td><td>42,800</td></tr> <tr> <td>*Bache and Company Incorporated, 360 Bay Street, Toronto 1, Ontario.</td><td>31,140</td></tr> <tr> <td>*Burns Bros. and Denton Limited 44, King Street West, Toronto, Ontario.</td><td>31,140</td></tr> <tr> <td>*Beneficial ownership unknown.</td><td></td></tr> </table>	Name and Address	No. of Shares	Asta Corporation Limited, 55, York Street, Toronto, Ontario.	229,800 (180,000 in escrow 49,800 free)	*Doherty, Roadhouse and McQuaig Bros. Simpson Tower, 401 Bay Street, Toronto, Ontario.	53,545	*Roycan and Company, P.O. Box No. 6007, c/o Royal Bank of Canada, Montreal, Quebec.	42,800	*Bache and Company Incorporated, 360 Bay Street, Toronto 1, Ontario.	31,140	*Burns Bros. and Denton Limited 44, King Street West, Toronto, Ontario.	31,140	*Beneficial ownership unknown.	
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*Bache and Company Incorporated, 360 Bay Street, Toronto 1, Ontario.	31,140														
*Burns Bros. and Denton Limited 44, King Street West, Toronto, Ontario.	31,140														
*Beneficial ownership unknown.															
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	Asta Corporation Limited may be in a position with the support of other large shareholders to materially affect control of the Company. Mr. A.J. Lewis, R.R. #2, King, Ontario is the only person having a greater than 5% interest in Asta Corporation Limited.														
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	See attached financial statements on pages 3.4 and 5.														
18. Brief statement of any lawsuits pending or in process against company or its properties.	None														
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	None														
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	There are no other material facts. The shares of the Company are not in the course of primary distribution to the public.														

CERTIFICATE OF THE COMPANY

DATED March 25, 1969

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"W.C. Arrowsmith"

by:

North Rock Explorations Limited

CORPORATE

SEAL

President

"F.T. Husselstrom"

CERTIFICATE OF UNDERWRITER OR OPTIONEE

Secretary/Treasurer

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

